

IN THE MATTER OF: CARY EDWIN GRANT, individually,) FILE NO. 0200798
and PRIMEX, PRIME SECURITIES EXCHANGE, INC., ITS)
OFFICERS AND DIRECTORS, AGENTS, EMPLOYEES,)
AFFILIATES, SUCCESSORS AND ASSIGNS.)

TO RESPONDENTS: PrimeX, Prime Securities Exchange, Inc.
151 North Michigan Avenue, Suite 2741
Chicago, Illinois 60601

1. That Respondent PrimeX, Prime Securities Exchange, Inc., (hereinafter "PrimeX") a Delaware corporation, maintained a business address at 151 North Michigan Avenue, Suite 2741, Chicago, Illinois 60601.
2. That Respondent Cary Edwin Grant (hereinafter "Grant", collectively with PrimeX "Respondents") was the President of PrimeX, Prime Securities Exchange, Inc., and maintained a residence address at 151 North Michigan Avenue, Suite 2741, Chicago, Illinois 60601.
3. That on or about December 31st, 1999, or thereabouts, Grant as the President of PrimeX and Grant individually entered into a Business Loan Enabling Agreement for PrimeX (the "Agreement") between PrimeX and its president, individually and corporately, Grant as Borrower with an Illinois Investor as Lender which provided in part:

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In consideration of the payment of Seventy Thousand (\$70,000.00) and no/100 Dollars to Borrower, Borrower agrees to deliver a 7.8% share of stock in PrimeX, Prime Securities Exchange, Inc., hereinafter referred as the "Stock" to Lender. The stock shall be issued in the name or entity as directed in writing by Lender or its designated agent

4. Contemporaneously with the execution of the Agreement, the Investor paid to Grant the sum of Seventy Thousand (\$70,000.00) Dollars with the expectation that he would receive a 7.8% share of stock in PrimeX, as promised and as in the Agreement.
5. That subsequent to the aforesaid transaction the Investor never received shares of stock from Respondents. The Investor then ultimately requested the return of his money on numerous occasions from the Respondent but never received a return of his principal, any dividends, or interest.
6. That the activities described in paragraphs 3 and 4 above constitute the offer and sale of a security as those terms are defined in Sections 2.1 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
7. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
8. That Respondents failed to file with the Secretary of State an application for registration of the investment opportunity described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
9. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
10. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
11. That by virtue of the foregoing, Respondents have violated Sections 12 A and 12.D of the Act, and Respondents will violate Section 12.A of the Act again if they make further offers, or if they make any sales, of the investment opportunity described above in the State of Illinois.
12. That the aforementioned findings are based upon credible evidence.

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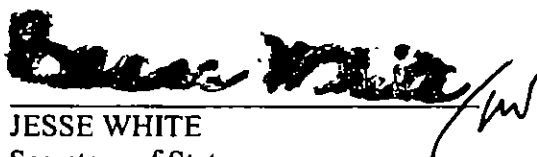
13. That Section 11.F(2) of the Act provides, inter alia, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to Investors that will occur as a result of prior violations of the Act.
14. That the entry of this Temporary Order prohibiting Respondents, or their agents, affiliates, and employees, from offering or selling the above-referenced securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents, Cary Edwin Grant, and PrimeX, Prime Securities Exchange, Inc., its offices and directors, agents, employees, affiliates, successors and assigns, are prohibited from offering or selling securities in or from this State until further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

ENTERED: This 30th day of December, 2004.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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